ARTICLES OF ASSOCIATION AND BYLAWS

Preamble

We, the undersigned ten or more persons all of whom are Indians as defined in the Indian Reorganization Act (48 Stat. 986, 25 U. S. C. Section 470), and all of whom reside in convenient proximity to one another, do hereby voluntarily associate together to promote our social welfare in the economic field by forming a local non-profit cooperative association with capital stock.

ARTICLE I

Name: Tonuak Indian Credit Association.

ARTICLE II

Purposes: To carry on the business of borrowing money from the United States or from other sources and relending it to members for their economic improvement, and activities related thereto.

ARTICLE III

Powers: The powers which shall exist and be exercised only in legal pursuance of its purposes, shall be: To purchase, take by gift, bequest, or otherwise, own, hold, manage, operate, and dispose of property; to engage in any business that will further its purposes; to make and perform contracts; to borrow money and give liens on its property as security therefor; to sue and be sued in any court of competent jurisdiction, provided, however, that the grant or exercise of such power shall not be deemed a consent by the association or by the United States to the levy of any judgment, lien, or attachment upon property of the association other than the income or chattels especially pledged or assigned; and such further powers as may be incidental or necessary to the conduct of its business. The powers of the association shall be exercised by its board of directors in accordance with its bylaws.

ARTICLE IV

Organizing Directors: The following shall serve as directors until the first meeting of the members, which meeting said directors shall call within ninety days after the approval of these articles of association by the Secretary of the Interior or his authorized representative.

Name	Address
Walter Noden	Dillingham, Alaska
R. E. Gurtler	Dillingham, Alaska
Peter Hyano	Clark's Point, Alaska
Evan Apsuck	Togiak, Alaska
Charlie H. Nelson	Ekwok, Alaska

ARTICLE V

Principal Office: Dillingham, Alaska, in the Territory of Alaska under the jurisdiction of the Alaska Native Service, Juneau Area Office, Bureau of Indian Affairs.

ARTICLE VI

Membership:

(i) Eligibility: Membership shall be open to all Indians as defined in the Indian Reorganization Act (48 Stat. 986, 25 U. S. C. Section 470) who are of one fourth or more Indian blood and who reside within the following prescribed district, and to no other persons: The area comprised of the Nushagak River and Togiak River watersheds and the area between the two.

Any such Indian shall be admitted to membership upon complying with the following conditions: Shall own at least one share of capital stock.

(ii) Voting: Each member in good standing shall be entitled to one vote and only one vote. There shall be no voting by proxy. Voting shall be by secret ballot.

(iii) Expulsion: Members who violate the provisions of the bylaws, or who fail to participate in the activities of the association may, after an opportunity for hearing before the board, be expelled by the board. In lieu of expulsion, the board may suspend the voting rights of a member until the next annual meeting of the membership, when the members may continue the suspension or require expulsion. Expulsion or suspension shall not affect the indebtedness of the member to or any agreement with the association.

(iv) Withdrawal: Members may withdraw by serving notice in writing to the board and listing their stock for retirement in accordance with the provisions of the bylaws. Withdrawal shall not affect the indebtedness of any member to or any agreement with the association.

(v) Restoration: Expelled members or those who have withdrawn may be restored to membership by a majority of the board acting upon a written application of such ex-member, provided that those expelled by the members may be restored to membership only by the members at an annual meeting.

(vi) Good Standing: Living members who have not been expelled, whose voting rights have not been suspended, or who have not withdrawn, shall be considered in good standing.

(vii) Payment for Interest: Members who are expelled, withdraw, and the estates of deceased members, shall be entitled to dividends on stock and patronage dividends to the close of the last fiscal year preceding their expulsion, withdrawal, or death.

ARTICLE VII

Member Control: The directors shall be elected, and the bylaws and amendments to these articles passed, by a majority vote of the members present at a membership meeting. Bylaws and amendments thereto and amendments to these articles shall not be valid until approved by the Secretary of the Interior, or his authorized representative. The members shall be liable for their proportionate share of the debts of the association only.

ARTICLE VIII

Existence and Dissolution: This association shall exist until dissolved. The association may be dissolved upon request of the association, by a majority vote of the members, provided that such dissolution shall not be effective until approved by the Secretary of the Interior or his authorized representative. Upon such request, the Secretary, or, his authorized representative, shall take possession of the assets of the association and exercise or arrange for the exercise of its powers insofar as may be necessary or proper to liquidate its assets, pay its debts, and distribute the balance, if any, to the members.

ARTICLE IX

Capital Stock: The capital stock of this association shall consist of 3000 shares of $10.00 each. It shall be purchased, owned, or held only by members of the association, and shall not be transferred without the consent of the association. It shall bear no voting rights. Any distribution of the net profits of the association shall be on a patronage basis to members in a manner prescribed by the board of directors and approved by the Commissioner of Indian Affairs, or his authorized representative, except that the board of directors

may pay non-cumulative dividends on stock of not more than 5 percent per year. Stock dividends must be paid in full in any year before any patronage dividends are paid. In case of dissolution, the net assets of the association shall be distributed to its members in proportion to the par value of the stock held by each.

ARTICLE X

Default: While this association is indebted to the United States under the terms of the Act, if the Secretary of the Interior or his authorized representative, shall find that it has violated any of the terms of the loan agreement on which its indebtedness is based, the Secretary, or his authorized representative, may take possession of the assets of the association and exercise or arrange for the exercise of its powers until the indebtedness is paid or until he receives acceptable assurance of compliance with the loan agreement.

Subscribed this 1st day of December, 1951.

Name	Address	Village
Evan Apsuck	Togiak	Togiak
Henry O. Smith	Dillingham, Alaska	Dillingham
Charlie H. Nelson	Ekwok, Alaska	Ekwok
Dan Naurloak	Togiak, Alaska	Togiak
Richard B. Osterhaus	Dillingham, Alaska	Dillingham
Walter Noden	Dillingham, Alaska	Dillingham
R. E. Gurtler	Dillingham, Alaska	Dillingham
Peter Hyano	Clark's Point, Alaska	Clark's Point
Harold Samuelson	Dillingham, Alaska	Dillingham
Olaf T. Hansen	Clark's Point, Alaska	Clark's Point
Mark Mike Hirataeka	Ekuk Point, Alaska	Ekuk Point
John Nelson	Dillingham, Alaska	Dillingham
Peter Nelson	Dillingham, Alaska	Dillingham
Harry Doleman	Dillingham, Alaska	Dillingham
Fred Mulkeit	Dillingham, Alaska	Dillingham
Simeon Bartmen	Dillingham, Alaska	Egushik
Oscar Nerguson	Dillingham, Alaska	Dillingham
Wassillie Miller	Dillingham, Alaska	Dillingham

Sworn to this 1st day of December, 1951, before me by the persons personally known to me to be the same as those whose signatures appear above.

S/ David B. Carlson
Notary Public

My commission expires October 19, 1955.

BYLAWS

SECTION I MEETINGS

(i) Annual Meeting: The annual meeting of the members shall be held at the principal office of the association on the 10th day of June in each year at 10:00 o'clock a. m., or, if such day be a legal holiday, then on the first full business day thereafter, at the same hour and place. The board of Directors by resolution adopted at least two days prior to the giving of notice of an annual meeting as provided in Section I (iii) hereof, may vary, within reasonable limits either the place, date, or hour for holding such annual meeting or all of them. Such annual meeting shall then be held at the place and time so fixed by the board of directors, but in no event earlier than the twelfth day after the adoption of such resolution. If for any reason any annual meeting is not held, such meeting may thereafter be called in the manner provided in Section I (ii) hereof for calling special meetings.

(ii) Special Meetings: Special meetings of the members may be called by the president, and shall be called by the president or secretary at the request in writing of a majority of the entire board of directors, or at the request in writing of a majority of the members of the association. Any such request shall state the purpose or purposes of the proposed meeting.

No business other than that specified in the notice shall be transacted at special meetings. Special meetings may be held without the required notice if all members and the Area Director or his representative are present.

(iii) Notice of Meetings: The secretary shall cause written notice of the time and place of holding each meeting to be delivered or mailed at least ten days prior to the meeting to each member of record at the close of business on the twelfth day preceding the date of the meeting, at the address of such member as the name appears on the records of the association. Notices of special meetings shall state the purposes thereof.

(iv) Quorum: 35 percent of the members shall constitute a quorum at meetings of the members. If at a meeting a quorum is not present, the chairman may adjourn the meeting from time to time until a quorum is in attendance. At such an adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

(v) Chairman and Secretary of Meeting: The president shall preside at meetings of the members, provided that, in the absence of the president from any such meeting, the vice-president shall preside thereat, and, in the absence of the vice-president, the members shall elect a chairman of such meeting. The secretary of the association shall act as secretary at meetings of members, provided that in the event of the absence of the secretary or his unavailability to act, the presiding officer may appoint some other person present to act as secretary of such meeting.

(vi) Business at Annual Meeting: At the annual meeting of the members, reports

shall be presented by the board of directors and the treasurer, and written copies thereof submitted to the Area Director and to the secretary of the meeting for inclusion in the minutes; and directors shall be elected for the ensuing year in accordance with Section II (i) hereof. Such other business may be transacted as may properly come before the meeting.

SECTION II DIRECTORS

(i) Number and Eligibility: The members shall elect five directors, who shall be representative of the territory served by the association. No individual shall become a director unless he is a member in good standing. No individual shall be eligible to become or be a director except with the approval of the Commissioner of Indian Affairs, or his authorized representative, if, during his tenure of office, he also is or becomes a director, officer, or employee of any other financial institution which is authorized to make the same type of loans that the credit association is authorized to make. The regular term of a director so elected shall be from the date of his election, as above provided, until the regular annual meeting of the members in the third year next following such election. Of the directors elected at the first meeting of the members two shall be elected to hold office until the regular annual meeting of the members in the first year, two shall be elected to hold office until the regular annual meeting of the members in the second year, and one shall be elected to hold office until the regular annual meeting of the members in the third year next following such election. Except as provided in Section II (v) of these bylaws, the respective successors to such directors shall each be elected to hold office from the date of his election as above provided; until the regular annual meeting of the members in the third year next following such election. Unless they shall sooner resign, be removed from office, or become unable to act by reason of death, disqualification, or otherwise, directors shall hold office during the terms for which elected and until their respective successors are elected and qualify, as herein provided.

(ii) Quorum: A majority of all the directors shall constitute a quorum for the transaction of business at any meeting of the board.

(iii) Meetings of Directors: Except as provided in Section II (iv), the president, or, in his absence, the vice-president, shall preside at meetings of the board of directors. There shall be a regular meeting of the board of directors within sixty days after the first of May and July of each year, on such day and at such hour as shall be fixed by the president in written notice delivered or mailed to each director at least five days before the date of the meeting. The president, or, in his absence, the vice-president, may call a special meeting of the board of directors, at any time and shall do so upon written request of any two directors. Notice of such a special meeting shall be given by the president (or vice-president, as the case may be) to each director in the manner described above. Notice of any meeting may be dispensed with if each of the directors and, so long as the association is indebted to the United States, the Area Director, shall in writing waive such notice.

(iv) Validity of Meeting Not Formally Called: When all the directors are present at a meeting, the action of the board of directors at such meeting shall be as valid as if such meeting had been called in the manner provided in Section II (iii) hereof, provided, that so long as the association is indebted to the United States, action at such meetings shall not be valid unless the meeting is held with the written consent of the Area Director.

(v) Vacancies: If a vacancy occurs on the board of directors, the remaining directors shall, by a majority vote, elect a person to fill such a vacancy until the next regular annual meeting of the members, at which time the members shall elect a director to fill the unexpired term of such directorship. If all the directors resign, the Commissioner, or his authorized representative, shall appoint a new board of directors to hold office until the next annual meeting of the members at which time the members shall elect a new board of directors in accordance with the provisions of Section II (i) hereof for the election of directors at the first meeting of the members. Any successor director (s) must be elected (unless appointed) and must qualify in accordance with the provisions of Section II (i) hereof.

(vi) Removal for Cause: Any director may, after reasonable notice and hearing, be removed for cause by a majority vote of the members of the association.

(vii) Duties: The board of directors shall: (a) have general supervision and control of the business and the affairs of the association; (b) make rules and regulations not inconsistent with law, the articles of association, and these bylaws for the management of the business and guidance of officers, employees, and agents of the association; (c) have power to employ or to authorize the employment of such employees as may be deemed necessary; (d) provide for adequate insurance of the property of the association, and insure, or require insurance to be carried on such property as is given as security for any of its loans; (e) have the power to carry out any and all agreements between the association and its members and between the association and the Government; (f) install a suitable and adequate accounting system and to keep proper records of the association's business transactions; (g) have a careful audit of the books and accounts made annually and render a report thereon to the members of the association in writing at their annual meeting.

(viii) Loan Committee: The board of directors may act as a loan committee or appoint a loan committee consisting of at least three directors.

The loan committee shall meet monthly, or as often as may be necessary, pass on all loans, and shall exercise such other powers and authority as may be delegated to it by the board of directors. Any member of the loan committee may after reasonable notice and hearing be removed for cause by a majority vote of the board of directors.

(ix) Loan Subcommittee: The board of directors may select one or more loan subcommittees, composed of three members of the association; and such a loan subcommittee shall have authority to consider and, by unanimous action of the qualified members of the committee, to recommend to the loan committee the approval or rejection of applications for loans submitted by applicants within such territory as may be prescribed by the board of directors.

(x) Notice to Area Director: The Area Director shall be given notice of all meetings of members, directors, and committees except loan subcommittees in the manner described above and he or his representative shall be permitted to attend them.

SECTION III OFFICERS

(i) Election of Officers: The officers of the association shall be a president, a vice-president, a secretary, and a treasurer, all of whom shall be elected by a majority vote of the entire membership of the board of directors at its regular meeting held in June of each year. All officers must be directors except the treasurer and secretary. The officers shall be subject to the control of the board of directors and shall hold office until the regular meeting of the board of directors held in June of the year next following their election and until their respective successors are elected and qualify, unless they shall sooner resign, be removed from office, or become unable to act by reason of death, disqualification, or otherwise. If any vacancy occurs in anyoffice, the board of directors shall, by a majority vote, elect a person to fill the unexpired term of the vacant office. Any such succeeding officer must qualify in accordance with the provisions of this section. The offices of president and vice-president may not be combined with each other or with any other office or offices. The secretary or any other employee may not be a director of the association. The offices of secretary and treasurer may be held by the same person. Any officer, employee, or agent may be removed at any time by a majority vote of the board of directors for cause. Officers and employees having custody of the association's funds shall furnish bonds satisfactory to the Commissioner, or his authorized representative, unless he shall waive them because the association's funds are handled by a Government disbursing agent, or because a Government employee designated by said officer countersigns all orders and checks.

(ii) Duties of President: The president shall preside at meetings of the members and board of directors. He shall see that all orders and resolutions of the board of directors are carried into effect, and shall exercise such other powers and perform such other duties as are prescribed for the office of president in these bylaws.

(iii) Duties of Vice-President: The vice-president shall have and exercise all the powers, authority, and duties of the president during the absence or unavailability to act of the latter.

(iv) Duties of Secretary: The secretary shall act as the manager of the association. The secretary shall provide for the keeping of the records of the association and shall have the custody of its seal. The secretary shall, in addition, exercise such other powers and perform such other duties as are prescribed for the office of secretary in these bylaws, all other duties usually pertaining to that office, and such other duties as may be prescribed from time to time by the board of directors.

(v) Duties of Treasurer: The treasurer shall have custody of all funds, securities, and assets of the association, shall provide full and complete records of all assets and liabilities of the association, and shall make such reports with respect thereto as may be required by the board of directors.

The treasurer shall, in addition, exercise such other powers and perform such other duties as are prescribed for the office of treasurer in these bylaws, all other duties usually pertaining to that office, and such other duties as may be prescribed from time to time by the board of directors.

SECTION IV COMPENSATION

(i) Compensation: The compensation of all officers and directors shall be fixed by the members of the association at annual or special meetings duly called in accordance with Sections I (i) and (ii) of these bylaws. Compensation of other employees shall be fixed by the board of directors.

SECTION V DISQUALIFICATION FOR INTEREST

(i) Disqualification for Interest: No director, agent, or employee of the association shall in any manner, directly or indirectly participate in the deliberation upon or the determination of any question affecting his pecuniary interest, or the pecuniary interest of any member of his immediate family, or the pecuniary interest of any partnership, or association in which he is directly or indirectly interested.

SECTION VI CAPITAL STOCK

(i) Ownership: Ownership of stock shall be evidenced on the books of the association and acknowledgements of such ownership shall be issued to members entitled thereto in such form as the Commissioner, or his authorized representative, may prescribe.

(ii) Stockholding: Each member shall be entitled to one vote at the meetings of the members in accordance with the articles of association. Stock may be purchased and held only by borrowers from the association and by individuals eligible to become borrowers. The directors of the association may, in their discretion, apply the amount of any dividends or patronage refunds payable to holders of stock to the repayment of the respective indebtedness of such holders to the association. Stock shall be non-transferable, but this provision shall not preclude retiring stock of deceased members.

(iii) Method of Retirement of Stock: With the consent of the board of directors, a member, or heirs of a deceased member not indebted to the association, may list his stock with the association for retirement. In the order in which requests for listing are received by the association, unless a different order is authorized in a particular instance by the Commissioner, or his authorized representative, the association may, with the approval of the Area Director, retire and cancel such stock and pay the holder its fair book value, but not more than par; provided that any member, or heir of a member, who has listed stock with the association for retirement may withdraw the stock from such listing at any time prior to its retirement by the association.

(iv) Fractional Shares: Fractional shares of stock and acknowledgments of ownership of such fractional shares shall not be issued by the association.

(v) Default: If the debt of a member of the association is in default and is to be charged off as a loss on the books of the association because such member has insufficient assets from which the association may realize the amount of his debt, the association may retire and cancel all or part of his stock without his consent and apply the fair book value thereof to complete or partial payment on his indebtedness.

(vi) Issue of Stock: Stock shall be issued to subscribers therefor at par even though at the time of such issuance, the fair book value of any outstanding stock of the association is less than the par value thereof.

(vii) Stock Ownership Required: Each borrower shall be required to own, at the time his loan is made, stock in an amount equal to five dollars ($5.00) per one hundred dollars ($100.00)or fraction thereof of the amount of the loan.

SECTION VII TRANSFERS OF PROPERTY

(i) Transfers of Property: Except with respect to transactions with the Government, and except in the usual course of business, all transfers and conveyances of real and personal property shall be made by the association in accordance with specific orders of the board of directors and shall be signed by the president and attested by the secretary or treasurer, provided that when the association holds a mortgage containing a provision for foreclosure by the association under a power of sale, the board of directors may, with the permission of the Commissioner, or his authorized representative, designate and authorize an attorney in fact for the association to exercise such power and to convey such mortgaged property in the name of the association.

(ii) Earnings: Income of the association in excess of operating expenses shall be used first to make payments of principal and interest on due indebtedness. Net earnings, as distinguished from gross income of the association, shall be used: First, to repay any losses sustained in order to eliminate any impairment of capital; second; at least 25 percent, but not exceeding 75 percent of any remaining net earnings, shall be placed in a reserve for bad and doubtful debts, until such reserve equals 10 percent of the loans receivable; third, any amount remaining shall be placed in a surplus working fund until the fund equals $50,000.00, after which any remaining earnings may be used for payment of cash dividends on stock and patronage refunds.

(iii) Records: Copies of the organization papers of the association, returns of nominations and elections, proceedings of all regular and special meetings of the directors, bylaws and any amendments thereto, and reports of committees of directors shall be recorded in the minutes book of the association. The minutes of the committees and of the board of directors shall be signed by their respective presiding officers. All accounts, records, books, and minutes of the association shall be subject to the examination of the Commissioner, or his authorized representative, at any reasonable time and shall be maintained in a manner satisfactory to the Commissioner, or his authorized representative. The directors, officers, and employees shall make such reports as the Commissioner, or his authorized representative, may require.

(iv) Expenses: All disbursements of the association's funds shall be by check or order signed by the treasurer, and, if the disbursement is not from an individual Indian account, countersigned by the president.

(v) Contracts and Documents: Unless otherwise ordered by the board of directors, the secretary shall have authority to sign all proper and authorized contracts and other documents in behalf of the association except as otherwise provided in these bylaws.

(vi) Fiscal Year: The fiscal year shall end on the 30th day of June in each year.

SECTION VIII MISCELLANEOUS

(i) Depository: The funds of the association shall be deposited in a depository approved by the Commissioner of Indian Affairs or his authorized representative.

(ii) Protection of Assets: The association shall take such legal action as may be necessary or desirable or may be required by the Commissioner, or his authorized representative, to collect its loans and protect its assets.

CERTIFICATION

I, Henry O. Smith, Secretary-Treasurer of the Tonuak Indian Credit Association, hereby certify that the above and foregoing is a true and correct copy of the bylaws duly adopted by the membership of the said association at a meeting duly held on the 29th day of November, A. D., 1951.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said association on this 1st day of December, 1951.

S/ Henry O. Smith
Secretary-Treasurer
TONUAK INDIAN CREDIT ASSOCIATION

Approved January 22, 1952.

S/ E. J. Utz
Assistant Commissioner of Indian Affairs